

**UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA**

AUDI OF AMERICA, INC. An Organizational Unit
of Volkswagen Group of America, Inc.,
A New Jersey Corporation,

Plaintiff/Counterclaim-Defendant,

v.

BRONSBURG & HUGHES PONTIAC, INC. d/b/a
WYOMING VALLEY AUDI, a Pennsylvania
Corporation,

Defendant,

and

NORTH AMERICAN AUTOMOTIVE
SERVICES, INC., an Illinois Corporation;
NAPLETON WYOMING VALLEY IMPORTS,
LLC, an Illinois Limited Liability Company;
MILLENNIUM HOLDINGS, IV, LLC, a
Pennsylvania Limited Liability Company;
NAPLETON INVESTMENT PARTNERSHIP, LP,
an Illinois Limited Partnership; and EFN
WYOMING VALLEY PROPERTIES, LLC, an
Illinois Limited Liability Company,

Intervenor-Defendants/
Counterclaim-Plaintiffs.

Case No. 3:16-cv-02470-JEJ-
MCC

**INTERVENOR'S MOTION FOR LEAVE TO AMEND ITS INTERVENOR
COMPLAINT TO ADD PARTIES**

Intervenor-Defendant/Counterclaim-Plaintiff North American Automotive
Services, Inc. ("NAAS") hereby moves this Honorable Court for leave to amend its
Intervenor Complaint *nunc pro tunc* to add as Counterclaim-Plaintiffs to this action:

Napleton Wyoming Valley Imports, LLC; Millennium Holdings, IV, LLC; Napleton Investment Partnership, LP; and EFN Wyoming Valley Properties, LLC. As grounds therefore, NAAS avers as follows:

1. NAAS moved to intervene in this action on March 2, 2017. (Dkt. 52.) The Court granted NAAS's motion on May 16, 2017. (Dkt. 167.)

2. On July 19, 2017, NAAS filed its answer to Audi's amended complaint, as well as counterclaims against Audi. (Dkt. 219.) There are eight separate counterclaims against Audi.

3. On August 23, 2017, Audi filed a motion to dismiss NAAS's counterclaims for failure to state a claim. (Dkt. 256.) Audi filed its brief in support of its motion to dismiss on September 20, 2017, challenging all eight counterclaims. (Dkt. 285.)

4. In support of dismissal, Audi also argues that the counterclaims seek relief on behalf of certain Napleton Affiliates—Napleton Wyoming Valley Imports, LLC; Millennium Holdings IV, LLC; Napleton Investment Partnership, LP; and EFN Wyoming Valley Properties, LLC—who are not parties to this action. These Napleton Affiliates' interests are aligned with NAAS's, and their claims share the same common issues of law or fact with the main action.

5. Fed. R. Civ. P. 15(a) provides that leave to amend should "be freely given when justice so requires." NAAS submits that this Court should grant leave to

amend to allow these additional Napleton Affiliates to be added to the intervenor complaint so that complete relief can be rendered as to all parties.

6. Further, there would be no prejudice to Audi in granting leave, as Audi has been on notice of these claims and discovery, while ongoing, has already encompassed the claims.

7. Counsel for Bronsberg & Hughes Pontiac, Inc. d/b/a Wyoming Valley Audi (“Wyoming Valley”) consents to the filing of this motion. Audi of America, Inc. (“Audi”) objects to the filing of this motion.

WHEREFORE, for the reasons set forth above, NAAS respectfully requests that the Court grant its Motion to Amend its Counterclaims to Add Parties.

Dated: October 25, 2017

Respectfully submitted,

By: /s/ Kathryn L. Simpson

Kathryn L. Simpson, Esq.

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Attorneys for Intervenors

CERTIFICATE OF CONCURRENCE

I, Kathryn L. Simpson, hereby certify that I learned from Arent Fox LLP, counsel for Napleton, that Napleton sought, via email from Michael P. McMahan dated October 23, 2017 4:21 PM, concurrence from all counsel of record in the instant motion under Local Rule 7.1. Wyoming Valley concurs in the filing of this motion. I further certify that I learned that Counsel for Audi, in an email dated Monday, October 23, 2017 6:23 PM, notified Michael P. McMahan, counsel for Napleton, that Audi does not consent to the filing of this motion.

/s/ Kathryn L. Simpson

Kathryn L. Simpson, Esquire

CERTIFICATE OF SERVICE

I hereby certify that on October 25, 2017, I caused the foregoing document to be sent to the following attorneys who have filed electronically through the Court's ECF system.

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